

**AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE**

ADL 63574

This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Fairbanks Recording District in Book 149 Pages 0799 through 0905 on July 16, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 30th day of August, 1996 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-569, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional State of Alaska land within the Fairbanks Recording District for the purpose of increasing bank stability, reducing the threat of further erosion and enhancing the protection of the buried pipeline at the north bank of McCallum Creek.

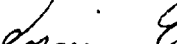
NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the lands described as:

Township 19 South, Range 11 East, Fairbanks Meridian, Alaska.
Section 33: NE4SW4, those lands within the following described area:

Beginning at a point on the centerline of the Trans-Alaska Pipeline at pipeline station 31755+95, the point of beginning; thence easterly at right angle to the bearing of the pipeline at the same station a distance of 125 feet to a point; thence southerly at a bearing parallel to the easterly TAPS right-of-way boundary a distance of 100 feet to a point; thence westerly at right angle to the previous bearing and passing through pipeline station 31756+95 a distance of 200 feet to a point; thence northerly at a bearing parallel to the westerly boundary of the TAPS right-of-way a distance of 100 feet to a point; thence easterly a distance of 75 feet to the point of beginning, all excluding those lands within the TAPS Right-of-Way Lease, ADL 63574, containing approximately 0.23 acre.

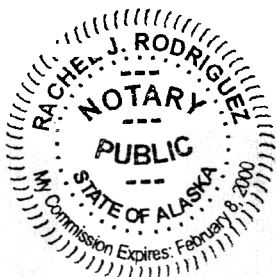
IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

LESSEE


Alyeska Pipeline Service Company
Agent for
Amerada Hess Pipeline Corporation
ARCO Transportation Alaska, Inc.
BP Pipelines (Alaska) Inc.
Exxon Pipeline Company
Mobil Alaska Pipeline Company
Phillips Alaska Pipeline Corporation
Unocal Pipeline Company

STATE OF ALASKA ,
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 30th day of August, 1996, before me, personally appeared John Shively, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.



Notary Public in and for the State of Alaska
My Commission expires 2-8-2000

STATE OF ALASKA

) ss.

THIRD JUDICIAL DISTRICT

THIS IS TO CERTIFY that on the 29th day of August, 1996, before me, personally appeared Dennis Prenderille, who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for its above-referenced owner companies.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal the day and year in this certificate first above written.

Carol K. Lee

Notary Public in and for the State of Alaska

My Commission expires 8/23/2000

